

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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In re:	*	Chapter 11
	*	
	*	Case No. 01-01139 (JKF)
W.R. GRACE & CO., <i>et al.</i> ,	*	Jointly Administered
	*	
Debtors.	*	Related Docket No. 26713
	*	
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ARROWOOD’S COUNTER-DESIGNATION OF THE RECORD

Pursuant to Fed. R. Bankr. 8006 and Del. Local R. Bankr. 8006-1, Arrowood Indemnity Company, f/k/a Royal Indemnity Company (“Arrowood”), hereby counter-designates the following items to be included in the appellate record. Arrowood may rely on some or all of the items designated for the record on appeal by other parties.¹

Pursuant to the Joint Designation of Record [Docket No. 26713], the District Court does not seek hard copies of the documents designated herein at this time. Copies of the documents, whether hard copy or on CD or other format, will be provided to the District Court upon request.

Docket Entry Date	Docket/Exhibit Number	Description
Nov. 10, 2008	19991	Arrowood’s Objection to Debtors’ Disclosure Statement for Joint Plan of Reorganization and Approval Motion
Dec. 2, 2008	20167	Transcript of November 14, 2008 Hearing.
Dec. 29, 2008	20371	Transcript of Hearing Held December 15, 2008.
Jan. 6, 2009	20450	Royal’s Preliminary Objections to Debtor’s Joint Plan of Reorganization
Mar. 16, 2009	21032	Preliminary Expert Disclosure Statement of Bernd G. Heinze
May 20, 2009	21763	OneBeacon American Insurance Company’s and Seaton Insurance Company’s Final Objection to Confirmation of Amended Joint Plan of Reorganization.
May 20, 2009	21764	Zurich Insurance Company’s and Zurich International (Bermuda) Ltd.’s Objection to First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., et al., The Official Committee of Asbestos Personal Injury Claimants, The Asbestos Pi Future Claimants Representative, and The Official Committee of Equity

¹ Unless otherwise indicated in the designation, the designation of an item by another party is presumed by Arrowood to include any exhibits or attachments filed with that item under the same docket number.

Docket Entry Date	Docket/Exhibit Number	Description
		Security Holders Dated February 27, 2009.
May 20, 2009	21771	Government Employees Insurance Company's, Republic Insurance Company n/k/a Starr Indemnity & Liability Company's Final Objection to Confirmation of Amended Joint Plan of Reorganization.
May 20, 2009	21783	Maryland Casualty Company's Objection to First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., et al., The Official Committee of Asbestos Personal Injury Claimants, The Asbestos Pi Future Claimants Representative, and The Official Committee of Equity Security Holders Dated February 27, 2009.
May 20, 2009	21794	Final Plan Objections Of CNA Companies To The First Amended Joint Plan Of Reorganization
May 20, 2009	21803	AXA Belgium as Successor to Royale Belge SA's Objection to Confirmation of Amended Plan Dated February 27, 2009.
May 20, 2009	21814	Arrowood Indemnity Company's Objections to Debtors' Amended Joint Plan of Reorganization.
May 20, 2009	21815	Arrowood's Phase II Objections to the Non-Debtor Release and Exculpation Provisions and the Injunction Impairing its Rights of Contribution, Subrogation and Reimbursement that are Contained in the Amended Joint Plan of Reorganization.
Jun. 1, 2009	21945	Arrowood's Phase I Trial Brief Objecting to the Amended Joint Plan's Non-Debtor Release and Exculpation Provisions and the Injunction that Impairs Arrowood's Rights of Contribution, Subrogation and Reimbursement.
Jun. 2, 2009	21946	Arrowood's Phase I Trial Brief Objecting to the Plan Proponents' First Amended Joint Plan of Reorganization.
Jun. 11, 2009	22071	Notice of Deposition of BNSF Phase II Witnesses, dated June 11, 2009.
Jun. 15, 2009	22124	Arrowood's Final Witness List for Phase II Confirmation Hearing.
Jun. 17, 2009	22153	Motion to Approve Compromise under Rule 9019 and Mutual Release with The Royal Parties Including exhibit to the Motion: Exhibit A to Motion (Notice of Debtors' Motion for an Offer Approving Settlement Agreement and Mutual release with the Royal Parties)
Jun. 17, 2009	22144	Arrowood's Initial Deposition Designations of Testimony of Jeffrey Posner, Richard Finke, Jay Hughes and Peter Van N. Lockwood and Request for Judicial Notice Filed by Arrowood Indemnity Company f/k/a Royal Indemnity Company.
Jul. 10, 2009	22397	Objection to Debtors' Motion to Approve Settlement with Royal Parties
Jul. 13, 2009	22439	Brief in Opposition to Confirmation of First Amended Joint Plan of Reorganization Including exhibits to the Brief: Exhibit A to Brief ("Work Related Lung Disease Surveillance System" Table 1-10) Exhibit B to Brief ("Work Related Lung Disease Surveillance System," Table 7-10) Exhibit C to Brief (Declaration of Public Health Emergency)
Jul. 13, 2009	22410	Objection /Document Filed Under Seal - Trial Brief Of BNSF Railway Company Objecting To Confirmation Of The First Amended Chapter 11 Plan Of W.R. Grace & Co., Et Al., The Official Committee Of Asbestos

Docket Entry Date	Docket/Exhibit Number	Description
		Personal Injury Claimants, The Asbestos Pi Future Claimants' Representative, And The Official Committee Of Equity Security
Jul. 13, 2009	22411	Objection /Document Filed Under Seal - Objection Of BNSF Railway Company To The Motion For An Order Approving Settlement Agreement And Mutual Release With The Royal Parties
Jul. 14, 2009	22453	Objection by The Debtors and Arrowood to the Libby Claimants' Motion for Shortened Notice and Expedited Consideration of Motion to Defer
Jul. 15, 2009	22464	Notice of Deposition of Kemp Hooper
Jul. 31, 2009	22674	Hearing transcript for July 27, 2009
Jul. 21, 2009	22581	Declaration of Richard C. Finke In Support of Debtors' Motion for an Order Approving Settlement Agreement and Mutual Release with Arrowood Indemnity Company
Jul. 23, 2009	22601	Declaration of Tancred V. Schiavoni III Including exhibits to the Declaration: Exhibit A to Declaration (Signed copy of its written consent on June 26, 2009 by ACC) Exhibit B to Declaration (Signed copy of its written consent on June 26, 2009 by FCR) Exhibit C to Declaration (Emails from the Libby Claimants stating their refusal to attend)
Aug. 14, 2009	22813	Exhibit Arrowood's Deposition Designations For Phase II Confirmation Hearing
Aug. 19, 2009	22859	Order Authorizing and Approving the Debtors Entering to the Settlement Agreement with the Royal Parties and Denying Libby Claimants' Motions to Defer Consideration and Compel Discovery.
Oct. 20, 2009	23531	Amended hearing transcript for September 16, 2009
Nov. 2, 2009	26358	Arrowood's Phase II Post-Trial Brief in Support of the Relief to be Provided to it Under the Plan of Reorganization
Sept. 2009	Arrowood Phase II Confirmation Hearing Exhibit A-4	Grace-Royal 1995 Settlement
Sept. 2009	Arrowood Phase II Confirmation Hearing Exhibit A-36	Letter from Fred M. Beyer of Detroit Insurance Agency to J.C. Kenady of Great Northern Railway, August 22, 1955.
Sept. 2009	Arrowood Phase II Confirmation Hearing Exhibit A-57	Declaration of Carl J. Pernicone
Sept. 2009	Arrowood Phase II Confirmation Hearing Exhibit A-58	Declaration of Kemp Hooper

RESERVATION OF RIGHTS

Arrowood reserves the right: (i) to supplement, amend, or modify the designation of additional items for the record on appeal, (ii) to move to strike items designated by any party that may be appropriate; and (iii) to defend the propriety of items set forth in this additional designation.

Dated: April 12, 2011

By /s/ Garvan F. McDaniel

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